

Burns Karen
Form 3
March 25, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Burns Karen | | (Month/Day/Year) | NVIDIA CORP [NVDA] | |
| (Last) | (First) | (Middle) | 03/17/2011 | |
| C/O NVIDIA CORPORATION,Â 2701 SAN TOMAS EXPRESSWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA CLARA,Â CAÂ 95050 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Interim CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 23,594 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|-----------|--|---|
| Stock Option (Right to Buy) | Â <u>(2)</u> | 09/29/2011 | Common Stock | 6,000 | \$ 11.327 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 09/16/2014 | Common Stock | 9,000 | \$ 10 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 03/17/2015 | Common Stock | 3,600 | \$ 10.2 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 03/17/2015 | Common Stock | 7,500 | \$ 10.2 | D | Â |
| Stock Option (Right to Buy) | Â <u>(5)</u> | 09/15/2015 | Common Stock | 7,800 | \$ 15.94 | D | Â |
| Stock Option (Right to Buy) | Â <u>(6)</u> | 03/16/2016 | Common Stock | 8,400 | \$ 18.1 | D | Â |
| Stock Option (Right to Buy) | Â <u>(7)</u> | 09/14/2020 | Common Stock | 12,270 | \$ 10.56 | D | Â |
| Stock Option (Right to Buy) | Â <u>(8)</u> | 01/09/2021 | Common Stock | 4,500 | \$ 20.631 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burns Karen C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050 | Â | Â | Â Interim CFO | Â |

Signatures

/s/ Rebecca Peters, as Attorney-in-Fact for Karen Burns

03/25/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 12,013 shares acquired pursuant to restricted stock units that were received as an award, for no consideration. Such shares are subject to vesting.
 - (2) Fully vested.
 - (3) The option shall vest as to 25% of the shares on December 17, 2010 and 75% of the shares in equal quarterly installments over the next nine months such that the option shall be fully vested on the three year anniversary of the date of grant.
 - (4) The option shall vest as to 33.36% of the shares on March 18, 2010 and then 8.33% each quarter for the following two years such that the option shall be fully vested on the three year anniversary of the date of grant.

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- (5) The option shall vest as to 33.36% of the shares on September 16, 2010 and then 8.33% each quarter for the following two years such that the option shall be fully vested on the three year anniversary of the date of grant.
- (6) The option shall vest as to 25% of the shares on June 17, 2012 and 75% of the shares in equal quarterly installments over the next nine months such that the option shall be fully vested on the three year anniversary of the date of grant.
- (7) The option shall vest as to 25% of the shares on September 15, 2011 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.
- (8) The option shall vest as to 25% of the shares on December 1, 2011 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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